control number.



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

#### **FORM D**

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

1379424

OMB	APP	'RO	VAL
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OMB Number: 3235-0076 Expires: April 30, 2008 Estimated average burden hours per response.....16.00

SEC USE ONLY								
Prefix	1	Serial 						
	DATE 	RECEIVED						

Name of Offering (☐check if this is an amendment and name has changed, and indicate changed	ge.)									
Common Stock Warrant and Common Stock										
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE										
Type of Filing: ⊠New Filing ☐Amendment										
A. BASIC IDENTIFICATION DATA	· · ·									
Enter the information requested about the issuer										
Name of Issuer ( (☐ check if this is an amendment and name has changed, and indicate change Tatleaux Antiques Holdings, Inc.										
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)										
c/o Tatleaux Partners, LLC, 678 Massachusetts Avenue, Suite 600, Cambridge, MA 617-621-1200 02139										
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)									
(if different from Executive offices)	PROCESSED									
Brief Description of Business	· · · · · · · · · · · · · · · · · · · ·									
Holding Company	NOV 1.3 some									
Type of Business Organization	2000									
☐ corporation ☐ limited partnership, already formed ☐ other (please specify)	2 THOMSON									
business trust limited partnership, to be formed	FINISSICS									
Month Year	THANCIAL									
Actual or Estimated Date of Incorporation or Organization: 08 2006 Actual										
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation										
CN for Canada; FN for other foreign jurisdiction)	DE									
GENERAL INSTRUCTIONS										
Federal:										
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or S 77d(6).	ection 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.									
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice										
Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, is due, on the date it was mailed by United States registered or certified mail to that address.	if received at that address after the date on which it									
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, DC 20549.	•									
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed photocopies of the manually signed copy or bear typed or printed signatures.	ed. Any copies not manually signed must be									
Information Required: A new filing must contain all information requested. Amendments need only report the nation the information requested in Part C, and any material changes from the information previously supplied in Parts the SEC.										
Filing Fee: There is no federal filing fee.										
State:										
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of sec that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrat made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proposable befiled in the appropriate states in accordance with state law. The Appendix to the notice constitutes a pa	or in each state where sales are to be, or have been ber amount shall accompany this form. This notice									
ATTENTION										
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Converse										
will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.  Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB										

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SEC 1972 (6-02)

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A. BASIC IDENTIFICATION DATA												
2. Enter the information requested for the following:												
<ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> </ul>												
<ul> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> </ul>												
Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and												
Each general and managing partner of partnership issuers.												
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or  Managing Partner												
Full Name (Last name first, if individual)												
Cortes, Joseph Z.												
Business or Residence Address (Number and Street, City, State, Zip Code)												
c/o Tatleaux Partners, LLC, 678 Massachusetts Avenue, Suite 600, Cambridge, MA 02139												
Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or  Managing Partner												
Full Name (Last name first, if individual)												
Pearce, David R.												
Business or Residence Address (Number and Street, City, State, Zip Code)												
c/o Tatleaux Partners, LLC, 678 Massachusetts Avenue, Suite 600, Cambridge, MA 02139												
Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or												
Managing Partner												
Full Name (Last name first, if individual)												
David Reichenbaum & Associates, Inc.												
Business or Residence Address (Number and Street, City, State, Zip Code)												
11 Linden Drive, Purchase, New York 10577												
Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or												
Managing Partner												
Full Name (Last name first, if individual)												
Woodside Funding Partners I, LP												
Business or Residence Address (Number and Street, City, State, Zip Code)												
25 Mall Road, Burlington, MA 01803												
Check Box(es) that Apply:    Promoter    Beneficial Owner    Executive Officer    Director    General and/or												
Managing Partner												
Full Name (Last name first, if individual)												
Dustrace of Desidence Address (Alumber and Street City State 7in Code)												
Business or Residence Address (Number and Street, City, State, Zip Code)												
Check Box(es) that Apply:  Promoter Beneficial Owner Executive Officer Director General and/or												
Managing Partner												
Full Name (Last name first, if individual)												
Business or Residence Address (Number and Street, City, State, Zip Code)												
(Number and Offset, Only, Otate, 21) Code)												
Check Box(es) that Apply:  Promoter Beneficial Owner Executive Officer Director General and/or												
Managing Partner												
Full Name (Last name first, if individual)												
Business or Residence Address (Number and Street, City, State, Zip Code)												

B. INFORMATION ABOUT OFFERING												
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ☐ Yes ☑ No												
	Answer also in Appendix, Column 2, if filing under ULOE.											
2. What is the				•	•							
3. Does the of			=	=								
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Full Name (Last name first, if individual)												
Business or Re	idence Add	ress	(Numbe	r and Stree	et, City, St	ate, Zip C	ode)			,		
Name of Assoc	ated Broker	or Dealer										
States in Which											_	
1										_	All States	
AL AR	□ IA □ NV	☐ AR ☐ KS ☐ NH ☐ TN	CA NJ TX		CT ME NY VT	DE MD NC	DC MA ND WA	□ FL □ MI □ WV	GA MN OK W	☐ HI ☐ MS ☐ OR ☐ WY	□ ID □ MO □ PA □ PR	
Full Name (Las	name first,	if individua	1)									
Business or Re	idence Add	ress	(Numbe	r and Stre	et, City, St	ate, Zip C	ode)			-		
Name of Assoc	ated Broker	or Dealer								•		
States in Which	Person List	ed Has So	licited or la	ntends to S	Solicit Purc	chasers						
(Check "All S	ates" or che	eck individu	ıal States)								🔲 All States	
AL AR	IA NV	☐ AR ☐ KS ☐ NH ☐ TN			OCT OME ONY	DE MD NC	DC MA ND WA	FL   MI   OH   WV	☐ GA ☐ MN ☐ OK ☐ WI	☐ HI ☐ MS ☐ OR ☐ WY	☐ ID ☐ MO ☐ PA ☐ PR	
Full Name (Las	name first,	if individua	1)									
Business or Re	idence Add	ress	(Numbe	r and Stree	et, City, St	ate, Zip Ci	ode)			•		
Name of Assoc	ated Broker	or Dealer										
States in Which	Person List	ed Has So	licited or Ir	ntends to S	Solicit Purc	chasers		<del></del>	· · ·	- <del></del>	—i	
(Check "All S	(Check "All States" or check individual States)											
AL AH	IA VV	☐ AR ☐ KS ☐ NH ☐ TN	CA KY NJ TX	CO NM UT	CT ME NY VT	DE MD NC	DC MA ND WA	FL   Mi   OH   WV	GA MN OK WI	HI MS OR WY	☐ ID ☐ MO ☐ PA ☐ PR	

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND U	SEC	F PROCEED	s_	_		
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \( \square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.						
	Type of Security		Aggregate Offering Price	1	٩mo	ount Already Sold	
	Debt	\$		\$			
	Equity	\$	500,696	\$		500,696	
	☑ Common ☐ Preferred						
	Convertible Securities (including warrants)	\$		\$			
	Partnership Interests			\$			
	Other (Specify Common Stock Warrant)		33,785	\$		33,785	
	Total		534,481	\$		534,481	
	Answer also in Appendix, Column 3, if filing under ULOE	•		·		,	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."						
			Number			ggregate lar Amount	
			Investors			Purchases	
	Accredited Investors		4	\$		534,481	
	Non-accredited Investors			\$			
	Total (for filings under Rule 504 only)			\$			
	Answer also in Appendix, Column 4, if filing under ULOE		•			•	
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		Type of		Dol	lar Amount	•
•	Type of Offering		Security			Sold	
1	Rule 505			\$			
	Regulation A			\$			
	Rule 504			\$			
	Total			\$			
	·						
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.						
	Transfer Agent's Fee				\$		
	Printing and Engraving Costs				\$		
	Legal Fees		•••••	☒	\$	41,000	
	Accounting Fees				\$		
	Engineering Fees	•	:		\$		
	Sales Commissions (specify finders' fee separately)		•••••		\$		
	Other Expenses (identify)		***********		\$		
	Total		••••••	$\boxtimes$	\$	41,000	
Ī							

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES A		OF PROCEED	s		}
	<ul> <li>Enter the difference between the aggregate offering price given in response to Par         <ul> <li>Question 1 and total expenses furnished in response to Part C - Question 4.a. This             difference is the "adjusted gross proceeds to the issuer."</li> </ul> </li> </ul>				\$ 493,481	
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proportion be used for each of the purposes shown. If the amount for any purpose is not known furnish an estimate and check the box to the left of the estimate. The total of payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.	own, the				
	· · · · · · · · · · · · · · · · · · ·		Payments to Officers, Directors & Affiliates	ļ	Payments To Others	į
	Salaries and fees	□ \$			\$	
	Purchase of real estate	□ \$			\$	
	Purchase, rental or leasing and installation of machinery and equipment	□ \$			\$	
	Construction or leasing of plant buildings and facilities	□ \$			5	
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for assets or securities of another issuer					
	pursuant to a merger)	□ \$			\$	i
	Repayment of indebtedness	□ \$			\$	
	Working capital	□ \$			\$	
	Other (specify): Capital infusion to wholly-owned subsidiary	□ \$		$\boxtimes$	\$ 493,481	
	Column Totals	⊠ \$	0	$\boxtimes$	\$ 493,481	•
	Total Payments Listed (column totals added)	⊠ \$	493,481			
	D. FEDERAL SIGNATURE			-	· · · · · ·	
folio	issuer has duly caused this notice to be signed by the undersigned duly authorized powing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities a staff, the information furnished by the issuer to any non-accredited investor pursuant to	and Exch	ange Commis	ssion,	upon written re	5, the quest
İşsı	uer (Print or Type) Signature	Date				
	leaux Antiques Holdings, Inc. ne of Signer (Print or Type)  Title of Signer (Print		ber 📙 , 2006	·	····	
	eph Z. Cortes President					
Inte	ATTENTION entional misstatements or omissions of fact constitute federal criminal violations.	(See 18 L	J.S.C. 1001.)			

		- E. STA	TE SIGNATURE			
1.	Is any party described in 17 CFR 230.262	presently subject to	any of the disqu	alification provisions		
	of such rule?				☐ Yes	⊠ No
		See Appendix, Col				
2.	The undersigned issuer hereby undertake D (17 CFR 239.500) at such times as requ		tate administrator	of any state in which this no	otice is filed	, a notice on Form
3.	The undersigned issuer hereby undertake issuer to offerees.					
4.	The undersigned issuer represents that th Limited Offering Exemption (ULOE) of the this exemption has the burden of establish	state in which this r ning that these cond	notice is filed and itions have been	understands that the issuer satisfied.	claiming th	e availability of
	e issuer has read this notification and knows dersigned duly authorized person.	the contents to be	true and has duly	caused this notice to be sign	ned on its t	ehalf by the
	uer (Print or Type) tleaux Antiques Holdings, Inc.	Signature	(3)	Date October <u>↓</u> , 20	006	
	me of Signer (Print or Type) seph Z. Cortes		Title of Sigr President	ner (Print or Type)		
Pri D n	truction: nt the name and title of the signing represen nust be manually signed. Any copies not m natures.	tative under his sigr anually signed must	nature for the stat be photocopies	e portion of this form. One cof the manually signed copy	copy of ever or bear typ	ry notice on Form ed or printed

1	Intend		3		·	4	•		5	
								1		
			Type of						lification r State	
	accre inves St	to sell non- edited tors in ate -ltem 1)	security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)					
	(Part B	-Rem i)	(Part C-item 1)	Number of	(Fait	Number of		(Fait E	-Item 1)	
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No	
AL										
AK	-									
AZ										
AR										
CA										
со										
СТ										
DE					-					
DC										
FL										
GA										
н										
ID				, , ,						
IL										
IN										
IA							······································			
KS										
KY	-									
LA										
ME										
MD								<del> </del>		
MA		×	Common Stock and Warrant	3	\$284,481				×	
MI				•			·		-	
MN										
MS								<u> </u>		
МО										
MT								<u> </u>		
NE										
NV										

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1		2	3			4			5
	to i accre inves St	non- edited tors in ate l-ltem 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Number of	Type of amount pur	under UL (if yes, explan waiver	lification r State .OE , attach ation of granted) -Item 1)		
			[	Number of Accredited		Number of Non-Accredited			
State	Yes	: No		Investors	Amount	Investors	Amount	Yes	No
NH									
NJ									
NM									
NY		. X	Common Stock	1	\$250,000				Х
NC									
ND									
ОН									
ОК							<del></del>	1	
OR					1		1		
PA									
RI			İ						
SC									
SD	·	,				-			
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TX				-					-
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WA									
WV							······································	<del> </del>	
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WY									
PR				<del></del>			<del></del>	<del> </del>	

ID#

# Page 2 - Continued

		<u> </u>						 
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director	General and/or
C D bloss () and annua Grad (6)								 Managing Partner
Full Name (Last name first, if i	idividuai)							
Business or Residence Addres	s (Num	ıber a	nd Street, City, Stat	e, Zip	Code)			
:								
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director	General and/or
								 Managing Partner
Full Name (Last name first, if i	ndividual)							
			·					
Business or Residence Addres	s (Num	ıber a	nd Street, City, Stat	e, Zip	Code)			
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director	General and/or
·								 Managing Partner
Full Name (Last name first, if i	ndividual)							
_ 5								
Business or Residence Addres	s (Nurr	iber a	nd Street, City, Stat	e, Zip	Code)			
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director	General and/or
	-							Managing Partner
Full Name (Last name first, if i	ndividual)							•
Business or Residence Addres	s (Num	iber a	nd Street, City, Stat	e, Zip	Code)			
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director	General and/or
								Managing Partner
Full Name (Last name first, if i	ndividual)							
Business or Residence Addres	s (Num	iber a	nd Street, City, Stat	e, Zir	Code)			 
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director	General and/or
								Managing Partner
Full Name (Last name first, if i	ndividual)							 
					•			
Business or Residence Addres	s (Num	iber a	nd Street, City, Stat	e, Zir	Code)			 · <del></del>
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director	General and/or
						_		 Managing Partner
Full Name (Last name first, if i	ndividual)							 
•					_			
Business or Residence Addres	s (Num	ıber a	nd Street, City, State	e, Zir	Code)			 
			-	•	•			